UNITED STATES DISTRICT COURT DISTRICT OF PUERTO RICO

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In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	PROMESA Title III
as representative of	No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, et al., Debtors.1	(Jointly Administered)

NOTICE OF AGENDA OF MATTERS SCHEDULED FOR THE HEARING ON JANUARY 30–31, 2019 AT 10:00 A.M. AST²

Time and Date of Hearing:

Wednesday, January 30, 2019, from 10:00 a.m. to 12:00 p.m.,

from 1:00 p.m. to 5:00 p.m.,

and, if necessary,

Thursday, January 31, 2019, from 10:00 a.m. to 12:00 p.m., (Atlantic Standard Time)

Location of Hearing:

Honorable Laura Taylor Swain, United States District Court Judge

Courtroom 17C³

United States District Court for the Southern District of New York

Daniel Patrick Moynihan Courthouse

500 Pearl Street New York, NY 10007

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The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Attendees should note that daylight savings time ended on November 4, 2018. As such, the hearing will take place at 10:00 a.m. Atlantic Standard Time, which is 9:00 a.m. Eastern Standard Time, on January 30–31, 2019.

³ Attendees should check the notice board in the lobby of the New York courthouse on the morning of the hearing to confirm the courtroom location.

<u>Video Teleconference</u>: The hearing will be broadcast by <u>video</u> teleconference in a Courtroom to be determined of the United States District Court for the District of Puerto Rico, Clemente Ruiz Nazario United States Courthouse, 150 Carlos Chardón Street, Federal Building, San Juan, PR 00918-1767

Copies of Documents:

Copies of all documents filed in these title III cases are available free of charge (a) by visiting https://cases.primeclerk.com/puertorico or by calling +1 (844) 822-9231, and (b) on the Court's website at http://www.prd.uscourts.gov, subject to the procedures and fees set forth therein.

I. STATUS REPORT:

1. Report from the Oversight Board.

<u>Description</u>: The Oversight Board will report on the status of the McKinsey investigation, as well as the status of the negotiation and formulation of additional proposed plans of adjustment for the other Debtors.

Estimated Time Required: 15 minutes.

II. <u>FEE APPLICATIONS</u>:

1. Report from the Fee Examiner regarding Second and Third Interim Applications for Compensation.

<u>Description</u>: The Fee Examiner, Brady C. Williamson, will present his recommendations regarding the second and third interim applications for allowance of compensation and reimbursement of expenses submitted by the following professionals:

	Applicant	Docket No.	Period
1.	Citigroup Global Markets Inc. (Investment Banker and	2944	1/27/2017 □
	Financial Advisor to FOMB)		1/31/2018
2.	DLA Piper (Counsel to AAFAF)	3569	2/01/2018 □
			5/31/2018
3.	Deloitte Financial Advisory Services LLP (Debtor's Financial	3831	2/01/2018 □
	Advisor)		5/31/2018

Presentation of recommendations regarding the second and third interim applications for allowance of compensation and reimbursement of expenses submitted by the following professionals has been adjourned until the March 13, 2019 omnibus hearing:

	Applicant	Docket No.	Period
4.	Proskauer Rose LLP (Bankruptcy Counsel to Debtor	2868	10/01/2017 □
	Commonwealth)		01/31/2018

	Applicant	Docket No.	Period
5.	Proskauer Rose LLP (Bankruptcy Counsel to Debtor	2870	10/01/2017 □
	COFINA)		01/31/2018
6.	Proskauer Rose LLP (Bankruptcy Counsel to Debtor ERS)	2872	10/01/2017 □
	,		01/31/2018
7.	Proskauer Rose LLP (Bankruptcy Counsel to Debtor PREPA)	2876	10/01/2017 □
	,		01/31/2018
8.	Proskauer Rose LLP (Bankruptcy Counsel to Debtor HTA)	2874	10/01/2017 □
			01/31/2018
9.	Ankura Consulting Group, LLC (Financial Advisors to the	2751	10/01/2017 □
	Puerto Rico Fiscal Agency and Financial Advisory Authority)		1/31/2018
10.	Ankura Consulting Group, LLC (Financial Advisors to	2755	10/01/2017 □
	PREPA)		1/31/2018
11.	Ankura Consulting Group LLC (Financial Advisors to	3564	2/01/2018 🗆
	Commonwealth)		5/31/2018
12.	Ankura Consulting Group LLC (Financial Advisors to	918	2/01/2018 🗆
	PREPA)	(17-4780)/	5/31/2018
		3658	
13.	Paul Hastings LLP (Counsel to Official Committee of	3568	2/01/2018 🗆
	Unsecured Creditors)		5/31/2018
14.	Proskauer Rose (Counsel for Debtor COFINA)	3571	2/01/2018 🗆
			5/31/2018
15.	Proskauer Rose (Counsel for Debtor ERS)	3590	2/01/2018 □
			5/31/2018
16.	Proskauer Rose (Counsel for Debtor HTA)	3576	2/01/2018 □
			5/31/2018
17.	Proskauer Rose (Counsel for Debtor PREPA)	3582	2/01/2018 □
			5/31/2018
18.	Proskauer Rose (Counsel for Debtor Commonwealth)	3588	2/01/2018 □
			5/31/2018
19.	O'Melveny & Myers (Counsel to AAFAF – COFINA)	3575	2/01/2018 □
			5/31/2018
20.	O'Melveny & Myers (Counsel to AAFAF – ERS)	3578	2/01/2018 □
			5/31/2018
21.	O'Melveny & Myers (Counsel to AAFAF – HTA)	3579	2/01/2018 □
			5/31/2018
22.	O'Melveny & Myers (Counsel to AAFAF – Commonwealth)	3581	2/01/2018 🗆
			5/31/2018
23.	Citigroup Global Markets Inc. (Investment Banker and	4020	2/01/2018 🗆
	Financial Advisor to FOMB)		5/31/2018

Related Documents:

A. Fee Examiner's Third Interim Report on Professional Fees and Expenses (February 1, 2018–May 31, 2018), Summary of Uncontested Fee Applications for the Third Interim and Prior Compensation Periods, Notice of Deferral of Specific Second and Third Interim Applications for Consideration at the December 19 Omnibus Hearing

- or at a Later Date, and Informative Motion Regarding Attendance and Participation at November 7, 2018 Hearing [Case No. 17-3283, ECF No. 4126]
- B. Fee Examiner's Supplemental Report, Status Report, and Informative Motion on Presumptive Standards Motion and on Uncontested Fee Applications for the Third (February 1-May 31, 2018) Interim Compensation Period Recommended for Court Approval—All at or before the Omnibus Hearing Scheduled for December 19, 2018 At 9:30 A.M. (AST) [Case No. 17-3283, ECF No. 4455]
- C. Fee Examiner's Supplemental Report and Status Report on Presumptive Standards Motion and on Uncontested Interim Fee Applications Recommended for Court Approval at or before the Omnibus Hearing Scheduled for January 30, 2019 At 9:30 A.M. (AST)

Status: This matter is going forward.

Estimated Time Required: 15 minutes.

III. MATTERS ON PRESENTMENT:

1. <u>Stipulation and Agreed Order on COFINA Proofs of Claim.</u> Stipulation and Agreed Order Regarding Withdrawal of Proofs of Claim Filed by Members of the COFINA Senior Bondholders' Coalition in Respect of COFINA Bonds [Case No. 17-3283, ECF No. 4875]

<u>Description</u>: The FOMB and the COFINA Senior Bondholder's Coalition seek approval of a stipulation and agreed order regarding withdrawal of proofs of claim filed by members of the Coalition in respect of COFINA Bonds.

Objection Deadline: January 29, 2019 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. [TBD].

Related Documents:

A. [TBD]

Status: This matter is going forward.

Estimated Time Required: 5 minutes.

IV. UNCONTESTED MATTERS:

1. <u>COFINA's First Omnibus Objection to Claims.</u> Puerto Rico Sales Tax Financing Corporation's First Omnibus Objection (Non-Substantive) to Subsequently Amended Claims [Case No. 17-3283, ECF No. 4405]

<u>Description</u>: The Puerto Rico Sales Tax Financing Corporation's first omnibus objection (non-substantive) to subsequently amended claims.

Objection Deadline: January 11, 2019 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. None.

Reply, Joinder & Statement Deadlines: January 23, 2019 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. None.

Related Documents:

A. None.

Status: This matter is going forward.

Estimated Time Required: 5 minutes.

2. <u>COFINA's Second Omnibus Objection to Claims.</u> Puerto Rico Sales Tax Financing Corporation's Second Omnibus Objection (Non-Substantive) to Duplicate Claims [Case No. 17-3283, ECF No. 4406]

<u>Description</u>: The Puerto Rico Sales Tax Financing Corporation's second omnibus objection (non-substantive) to duplicate claims.

Objection Deadline: January 11, 2019 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. None.

Reply, Joinder & Statement Deadlines: January 23, 2019 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. None.

Related Documents:

A. None.

Status: This matter is going forward.

Estimated Time Required: 5 minutes.

3. <u>COFINA's Third Omnibus Objection to Claims.</u> Puerto Rico Sales Tax Financing Corporation's Third Omnibus Objection (Non-Substantive) to Duplicate Claims [Case No. 17-3283, ECF No. 4407]

<u>Description</u>: The Puerto Rico Sales Tax Financing Corporation's third omnibus objection (non-substantive) to duplicate claims.

Objection Deadline: January 11, 2019 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. None.

Reply, Joinder & Statement Deadlines: January 23, 2019 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. None.

Related Documents:

A. None.

Status: This matter is going forward.

Estimated Time Required: 5 minutes.

4. <u>COFINA's Fifth Omnibus Objection to Claims.</u> Puerto Rico Sales Tax Financing Corporation's Fifth Omnibus Objection (Non-Substantive) to Claims Asserted against the Incorrect Debtor [Case No. 17-3283, ECF No. 4409]

<u>Description</u>: The Puerto Rico Sales Tax Financing Corporation's fifth omnibus objection (non-substantive) to claims asserted against the incorrect debtor.

Objection Deadline: January 11, 2019 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. None.

Reply, Joinder & Statement Deadlines: January 23, 2019 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. None.

Related Documents:

A. None.

Status: This matter is going forward.

Estimated Time Required: 5 minutes.

V. CONTESTED MATTERS:

1. Oversight Board's and Committee's Urgent Motion to Establish Procedures re Omnibus Objection to Claims of GO Bondholders. Urgent Motion of (I) Financial Oversight and Management Board, Acting Through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors, under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, Establishing Procedures with Respect to Omnibus Objection to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds and Requesting Related Relief [Case No. 17-3283, ECF No. 4788]

<u>Description</u>: The Financial Oversight and Management Board, acting through its special claims committee, and the Official Committee of Unsecured Creditors, under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, seek entry of an order establishing procedures with respect to the omnibus objection to claims filed or asserted by holders of certain Commonwealth general obligation bonds and requesting related relief.

Objection Deadline: January 21, 2019 at 4:00 p.m. (Atlantic Standard Time) for all parties other than the Major Bondholder Parties, and January 25, 2019 at 4:00 p.m. for the Major Bondholder Parties.

Responses:

- A. Response and Objection to Docket 4788 And 4789, FOMB's Purported Urgent Motion of Individual Bondholder Residing in the 50 States who Purchased in 2012 at the Original Offering Price [Case No. 17-3283, ECF No. 4913]
- B. Joint Objection to the Motion of the Special Claims Committee and Official Committee of Unsecured Creditors to Establish Omnibus Objection Procedures Regarding Certain GO Bonds [Case No. 17-3283, ECF No. 4923]
- C. Objection of the Oppenheimer Funds to Urgent Motion of (I) Financial Oversight and Management Board, Acting through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors, Under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, Establishing Procedures with Respect to Omnibus Objection to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds [Case No. 17-3283, ECF No. 4924]
- D. Joinder by Autonomy Capital to the Joint Objection to the Motion of the Special Claims Committee and Official Committee of Unsecured Creditors to Establish Omnibus Objection Procedures Regarding Certain GO Bonds [Case No. 17-3283, ECF No. 4925]

Reply, Joinder & Statement Deadlines: January 24, 2019 at 4:00 p.m. (Atlantic Standard Time) for replies to objections of all parties other than the Major Bondholder Parties, and

January 28, 2019 at 2:00 p.m. (Atlantic Standard Time) for replies to objections of the Major Bondholder Parties.

Replies, Joinders & Statements:

A. Reply of (I) Financial Oversight and Management Board, Acting Through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors to Objections Filed to Motion Under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, Establishing Procedures with Respect to Omnibus Objection to Claims [Case No. 17-3283, ECF No. 4942]

Related Documents:

- A. Omnibus Objection of (I) Financial Oversight and Management Board, Acting Through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 502 and Bankruptcy Rule 3007, to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds [Case No. 17-3283, ECF No. 4784]
- B. Declaration of James R. Bliss in Support of Omnibus Objection of (I) Financial Oversight and Management Board, Acting Through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 502 and Bankruptcy Rule 3007, to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation [Case No. 17-3283, ECF No. 4785]
- C. Declaration of James R. Bliss Pursuant to Local Rule 3007-1(a) [Case No. 17-3283, ECF No. 4786]
- D. Urgent Motion of (I) Financial Oversight and Management Board, Acting Through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors for Expedited Consideration of Urgent Motion, Under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, Establishing Procedures with Respect to Omnibus Objection to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds [Case No. 17-3283, ECF No. 4789]
- E. Order Expediting Consideration of Urgent Motion of (I) Financial Oversight and Management Board, Acting Through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors for Expedited Consideration of Urgent Motion, Under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, Establishing Procedures with Respect to Omnibus Objection to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds [Case No. 17-3283, ECF No. 4806]
- F. Informative Motion of (I) Financial Oversight and Management Board, Acting through its Special Claims Committee, and (II) Official Committee of Unsecured Creditors Regarding Consensual Extension of Deadlines with Respect to Their Urgent Motion, Under Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rule 3007, Establishing Procedures with Respect to Omnibus Objection to Claims

Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds and Requesting Related Relief [Case No. 17-3283, ECF No. 4843]

Status: This matter is going forward.

Estimated Time Required: 30 minutes.

VI. ADJOURNED MATTERS:

1. Bank of New York Mellon's Motion to Reinstate its Motion for Partial Summary Judgment. Motion of the Bank of New York Mellon, as Trustee, to Reinstate its Motion for Partial Summary Judgment [Case No. 17-133, ECF No. 519]

<u>Description</u>: The Bank of New York Mellon, as trustee, seeks to reinstate its motion for partial summary judgment.

Objection Deadline: February 27, 2019 at 5:00 p.m. (Atlantic Standard Time).

Responses:

A. [TBD]

Reply, Joinder & Statement Deadlines: March 6, 2019 at 5:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. [TBD]

Related Documents:

- A. Motion of the Bank of New York Mellon, as Trustee, for Partial Summary Judgment Pursuant to Fed. R. Civ. P. 56 [Case No. 17-133, ECF No. 435]
- B. Urgent Consensual Motion of the Bank of New York Mellon, as Trustee, to Extend Briefing Deadlines on its Motion to Reinstate its Motion for Partial Summary Judgment, and to Adjourn Hearing [Case No. 17-133, ECF No. 522]
- C. Order Granting Urgent Consented Motion of the Bank of New York Mellon, as Trustee, to Extend Briefing Deadlines on its Motion to Reinstate its Motion for Partial Summary Judgment, and to Adjourn Hearing [Case No. 17-133, ECF No. 523]
- D. Second Urgent Consensual Motion of the Bank of New York Mellon, as Trustee, to Extend Briefing Deadlines on its Motion to Reinstate its Motion for Partial Summary Judgment, and to Adjourn Hearing [Case No. 17-133, ECF No. 526]
- E. Order Granting Second Urgent Consensual Motion of the Bank of New York Mellon, as Trustee, to Extend Briefing Deadlines on its Motion to Reinstate its

Motion for Partial Summary Judgment, and to Adjourn Hearing [Case No. 17-133, ECF No. 528]

<u>Status</u>: This matter has been adjourned until the next omnibus hearing on March 13, 2019 at 9:30 a.m. (Atlantic Standard Time).

Estimated Time Required: N/A

2. <u>AMPR's Motion for Relief from Stay.</u> Motion for Relief from Automatic Stay [Case No. 17-3283, ECF No. 3914]

<u>Description</u>: Asociación de Maestros de Puerto Rico, and its Union, Asociación de Maestros de Puerto Rico-Local Sindical, both of which are affiliates of the American Federation of Teachers, seek relief from the automatic stay.

Objection Deadline: October 27, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. Objection of the Commonwealth to Motion for Relief from Automatic Stay filed by Asociación de Maestros de Puerto Rico, and its Union, Asociación de Maestros de Puerto Rico-Local Sindical [Case No. 17-3283, ECF No. 4038]

Reply, Joinder & Statement Deadlines: October 19, 2018 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. Movants' Reply to Objection of the Commonwealth to Motion for Relief From Automatic Stay Filed by AMPR and AMPR-LS [Case No. 17-3283, ECF No. 4071]

Related Documents:

- A. Order Scheduling Briefing of Motion for Relief from Automatic Stay [Case No. 17-3283, ECF No. 3916]
- B. Urgent Joint Motion for Extension of Deadlines [Case No. 17-3283, ECF No. 3960]
- C. Order Extending Deadlines under Order Scheduling Briefing of Motion for Relief from Automatic Stay [Case No. 17-3283, ECF No. 3966]
- D. Unopposed Motion of Commonwealth of Puerto Rico for Leave to File Sur-Reply to Movants' Reply to Objection of the Commonwealth to Motion for Relief from Automatic Stay Filed by AMPR and AMPR-LS [Case No. 17-3283, ECF No. 4107]
- E. Order Granting Unopposed Motion of Commonwealth of Puerto Rico for Leave to File Sur-Reply [Case No. 17-3283, ECF No. 4449]

F. Joint Informative Motion regarding Hearing on Motion for Relief from Stay filed by Asociación de Maestros de Puerto Rico [Case No. 17-3283, ECF No. 4941]

<u>Status</u>: This matter has been adjourned until the next omnibus hearing on March 13, 2019 at 9:30 a.m. (Atlantic Standard Time).

Estimated Time Required: N/A.

3. <u>Asociación Puertorriqueña de la Judicatura, Inc.'s Motion for Relief from Stay.</u>
Motion for Relief from Stay [Case No. 17-3283, ECF No. 4398]

<u>Description</u>: Asociación Puertorriqueña de la Judicatura, Inc. seeks relief from the automatic stay.

Objection Deadline: January 15, 2019 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. Objection of FOMB, as Representative of the Commonwealth of Puerto Rico, to Motion for Relief from Stay Filed by Asociación Puertorriqueña de la Judicatura, Inc. [Case No. 17-3283, ECF No. 4797]

Reply, Joinder & Statement Deadlines: January 23, 2019 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

A. Reply to Opposition of Motion for Relief from Stay [Case No. 17-3283, ECF No. 4845]

Related Documents:

 A. Joint Informative Motion regarding Hearing on Motion for Relief from Stay filed by Asociación Puertorriqueña de la Judicatura, Inc. [Case No. 17-3283, ECF No. 4881]

<u>Status</u>: This matter has been adjourned until the next omnibus hearing on March 13, 2019 at 9:30 a.m. (Atlantic Standard Time).

Estimated Time Required: N/A.

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Dated: January 28, 2019 San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock
Paul V. Possinger
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(Admission *Pro Hac Vice*)

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